

Schedule J
(Form 990)**Compensation Information**

OMB No. 1545-0047

For certain Officers, Directors, Trustees, Key Employees, and Highest
Compensated Employees► Complete if the organization answered "Yes" on Form 990, Part IV, line 23.
► Attach to Form 990.► Information about Schedule J (Form 990) and its instructions is at
www.irs.gov/form990.**2016**Open to Public
InspectionDepartment of the Treasury
Internal Revenue ServiceName of the organization
NOVANT HEALTH INC

Employer identification number

56-1376950

Part I Questions Regarding Compensation**1a** Check the appropriate box(es) if the organization provided any of the following to or for a person listed on Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items.

- | | |
|--|---|
| <input checked="" type="checkbox"/> First-class or charter travel | <input checked="" type="checkbox"/> Housing allowance or residence for personal use |
| <input checked="" type="checkbox"/> Travel for companions | <input type="checkbox"/> Payments for business use of personal residence |
| <input checked="" type="checkbox"/> Tax idemnification and gross-up payments | <input checked="" type="checkbox"/> Health or social club dues or initiation fees |
| <input checked="" type="checkbox"/> Discretionary spending account | <input type="checkbox"/> Personal services (e.g., maid, chauffeur, chef) |

b If any of the boxes in line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain.**2** Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all directors, trustees, officers, including the CEO/Executive Director, regarding the items checked in line 1a?**3** Indicate which, if any, of the following the filing organization used to establish the compensation of the organization's CEO/Executive Director. Check all that apply. Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director, but explain in Part III.

- | | |
|---|---|
| <input checked="" type="checkbox"/> Compensation committee | <input type="checkbox"/> Written employment contract |
| <input checked="" type="checkbox"/> Independent compensation consultant | <input checked="" type="checkbox"/> Compensation survey or study |
| <input type="checkbox"/> Form 990 of other organizations | <input checked="" type="checkbox"/> Approval by the board or compensation committee |

4 During the year, did any person listed on Form 990, Part VII, Section A, line 1a, with respect to the filing organization or a related organization:

- a** Receive a severance payment or change-of-control payment?
- b** Participate in, or receive payment from, a supplemental nonqualified retirement plan?
- c** Participate in, or receive payment from, an equity-based compensation arrangement?
- If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.

Only 501(c)(3), 501(c)(4), and 501(c)(29) organizations must complete lines 5-9.**5** For persons listed on Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of:

- a** The organization?
- b** Any related organization?
- If "Yes," on line 5a or 5b, describe in Part III.

6 For persons listed on Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of:

- a** The organization?
- b** Any related organization?
- If "Yes," on line 6a or 6b, describe in Part III.

7 For persons listed on Form 990, Part VII, Section A, line 1a, did the organization provide any nonfixed payments not described in lines 5 and 6? If "Yes," describe in Part III.**8** Were any amounts reported on Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regulations section 53.4958-4(a)(3)? If "Yes," describe in Part III.**9** If "Yes" on line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?

For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Cat. No. 50053T

Schedule J (Form 990) 2016

Page 2

Schedule J (Form 990) 2016

Page 2

Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees. Use duplicate copies if additional space is needed.

For each individual whose compensation must be reported on Schedule J, report compensation from the organization on row (i) and from related organizations, described in the instructions, on row (ii). Do not list any individuals that are not listed on Form 990, Part VII.

Note. The sum of columns (B)(i)-(iii) for each listed individual must equal the total amount of Form 990, Part VII, Section A, line 1a, applicable column (D) and (E) amounts for that individual.

(A) Name and Title		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation in column (B) reported as deferred on prior Form 990
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
1ARMATO CARL CEO & PRESIDENT NOVANT HEALTH	(i)	1,346,995	1,409,378	566,420	65,093	38,533	3,426,419	7,500
	(ii)	0	0	0	0	0	0	0
2HARGETT FRED EVP & CHIEF FINANCIAL OFFICER	(i)	803,386	822,855	333,913	59,400	36,423	2,055,977	7,500
	(ii)	0	0	0	0	0	0	0
3MORRIS JOHN ASST SEC	(i)	261,052	50,213	14,765	46,705	21,871	394,606	7,500
	(ii)	0	0	0	0	0	0	0
4WALSH BETSY ASST SEC	(i)	259,999	54,075	14,858	59,354	29,826	418,112	7,500
	(ii)	0	0	0	0	0	0	0
5ALUKO AKINYELE SVP NH HEART & VASCULAR	(i)	459,919	343,924	23,709	62,885	19,500	909,937	0
	(ii)	0	0	0	0	0	0	0
6BEST DIANA SVP CLINICAL IMPROVEMENT	(i)	397,601	279,263	49,174	51,622	26,825	804,485	7,500
	(ii)	0	0	0	0	0	0	0

7B ACKMAN TANVA

PLAINTIFF'S
EXHIBIT**111**

70BALAMUN LATHA EVP CHIEF DIV & INCL OFFICER	(i)	210,007	199,950	37,983	113,753	20,919	642,692	0
	(ii)	-	-	-	-	-	-	-
8BRUNSTETTER PETER EVP & CHIEF LEGAL OFFICER	(i)	476,055	431,641	30,434	160,739	32,426	1,131,295	0
	(ii)	-	-	-	-	-	-	-
9COOK DAVID MD SVP VBC & HLTHCARE FUTURIST	(i)	431,680	325,743	33,558	130,373	35,577	956,931	0
	(ii)	-	-	-	-	-	-	-
10CURETON JESSE EVP & CHIEF CONSUMER OFFICER	(i)	585,933	632,227	29,888	183,228	39,454	1,470,730	0
	(ii)	-	-	-	-	-	-	-
11DANIELS JACQUELINE EVP & CHIEF ADMIN OFFICER	(i)	405,589	734,938	356,778	62,714	9,562	1,569,581	7,500
	(ii)	-	-	-	-	-	-	-
12ESKIOGLU ERIC MD SVP NEUROSCIENCE	(i)	660,489	293,447	25,181	157,504	36,236	1,172,857	0
	(ii)	-	-	-	-	-	-	-
13GARMON-BROWN OPHELIA MD SVP COMM WELLNESS & EDUCATION	(i)	356,332	278,040	22,309	65,201	17,472	739,354	7,500
	(ii)	-	-	-	-	-	-	-
14GARRETT DAVID SVP CHIEF INFO OFFICER	(i)	465,844	323,796	33,786	134,940	29,448	987,814	7,500
	(ii)	-	-	-	-	-	-	-
15LANGFORD KATHRYN SVP INTEGR AND OPER EXCELLENCE	(i)	402,582	301,872	36,656	125,374	14,859	881,343	0
	(ii)	-	-	-	-	-	-	-
16LINDSAY JEFFERY EVP & CHIEF OPERATING OFFICER	(i)	797,399	765,408	190,220	58,630	38,441	1,850,098	0
	(ii)	-	-	-	-	-	-	-
17MIHAL DENISE EVP CHIEF NUR & CLIN OPS OFF	(i)	663,751	450,861	143,107	64,305	19,334	1,341,358	0
	(ii)	-	-	-	-	-	-	-
18PATEFIELD ARTHUR MD SVP & CHIEF MED INFO OFF	(i)	401,444	301,782	41,572	65,195	37,043	847,036	7,500
	(ii)	-	-	-	-	-	-	-
19ROBSON MELISSA SVP & CEO NH-UVA HEALTH SYSTEM	(i)	424,169	311,555	32,301	116,343	37,073	921,441	0
	(ii)	-	-	-	-	-	-	-
20SEEHAUSEN ROBERT SVP BUSINESS DEV & SALES	(i)	415,763	307,325	94,699	64,741	33,613	916,141	7,498
	(ii)	-	-	-	-	-	-	-
21SMITH HARRY SVP HOSPITAL OPERATIONS	(i)	571,477	422,306	19,474	151,513	39,070	1,203,840	0
	(ii)	-	-	-	-	-	-	-
22SMITH-HILL JANET EVP & CHIEF HR OFFICER	(i)	424,880	304,260	36,362	133,181	32,259	930,942	7,500
	(ii)	-	-	-	-	-	-	-
23WOOLLEN THOMAS MD SVP PHYSICIAN SERVICES	(i)	369,298	273,750	32,305	120,731	37,007	833,091	0
	(ii)	-	-	-	-	-	-	-
24ZWENG THOMAS MD EVP & CHIEF MEDICAL OFFICER	(i)	564,485	490,125	41,815	178,663	42,461	1,317,549	0
	(ii)	-	-	-	-	-	-	-
25JENIKE THOMAS MD SVP & CHIEF HUMAN EXP OFFICER	(i)	379,247	243,040	32,492	94,194	32,905	781,878	0
	(ii)	-	-	-	-	-	-	-
26GRIFFIN JON SVP FINANCIAL PLAN & ANALYSIS	(i)	369,762	247,941	16,995	116,053	34,979	785,730	0
	(ii)	-	-	-	-	-	-	-
27MORGAN WAYNE SVP & CHIEF INVEST OFFICER	(i)	388,509	226,668	20,686	123,117	33,012	791,992	7,500
	(ii)	-	-	-	-	-	-	-
28MYERS SCOTT SVP CORPORATE FINANCE	(i)	374,572	243,346	21,843	122,183	25,736	787,680	7,500
	(ii)	-	-	-	-	-	-	-
29JOHNSON TONY SVP SUPPLY CHAIN/COO SHARED SV	(i)	203,676	288,000	155,995	51,346	2,166	701,183	7,500
	(ii)	-	-	-	-	-	-	-
30WILES PAUL FORMER CEO & PRESIDENT NOVANT HEALTH	(i)	0	0	223,250	0	0	223,250	0
	(ii)	-	-	-	-	-	-	-
31BEIER GREGORY FORMER EVP	(i)	0	0	20,086	0	0	20,086	132,025
	(ii)	-	-	-	-	-	-	-
32GARDELLA JOHN MD FMR VP CLINICAL IMPROVEMENT	(i)	302,845	224,413	36,287	45,957	21,350	630,852	0
	(ii)	-	-	-	-	-	-	-
33GREGORY CHERE MD FMR SVP WOMEN'S SERVICES	(i)	359,522	238,000	13,306	71,110	30,194	712,132	0
	(ii)	-	-	-	-	-	-	-
34PARK DAVID FMR SVP REAL ESTATE & CONSTRUCTION	(i)	325,758	229,822	56,938	57,117	27,001	696,636	7,500
	(ii)	-	-	-	-	-	-	-

35 PHIPPS JOHN MD FMR EVP & PRESIDENT NHMG	(i)	0	0	0	0	0	0	0
	(ii)	-	-	-	-	-	-	-
		546,701	524,426	42,139	170,062	36,685	1,320,013	7,500
36 VINCENT PAULA FORMER SVP	(i)	0	0	0	0	0	0	0
	(ii)	-	-	-	-	-	-	-
		414,351	252,710	30,087	56,574	16,441	770,163	0
37 WALLENHAUPT STEPHEN FORMER EVP	(i)	13,046	161,000	176	2,505	1,146	177,873	7,500
	(ii)	-	-	-	-	-	-	-
		0	0	0	0	0	0	0

Schedule J (Form 990) 2016

Page 3

Schedule J (Form 990) 2016

Page 3

Part III Supplemental Information

Provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 3, 4a, 4b, 4c, 5a, 5b, 6a, 6b, 7, and 8, and for Part II. Also complete this part for any additional information.

Return Reference	Explanation
PART I, LINE 1A	PART I, LINE 1A: FRINGE OR EXPENSE EXPLANATION FIRST-CLASS OR CHARTER TRAVEL: FIRST-CLASS OR CHARTER TRAVEL IS NOT A COVERED TRAVEL EXPENSE FOR EXECUTIVES; THEY ARE LIMITED TO BUSINESS OR COACH CLASS FARES FOR COMMERCIAL FLIGHTS. HOWEVER, CHARTER TRAVEL IS AVAILABLE TO CERTAIN EXECUTIVES, BOARD MEMBERS, AND APPROVED BUSINESS PERSONNEL MEETING APPLICABLE POLICY CRITERIA. TRAVEL FOR COMPANIONS: COMPANIONS ARE ALLOWED ON CERTAIN CHARTER FLIGHTS PAID FOR BY THE ORGANIZATION. IN THAT CASE, THE VALUE OF THE COMPANION'S FLIGHT IS CALCULATED UNDER APPLICABLE TAX LAWS AND THAT AMOUNT IS INCLUDED IN THE EXECUTIVE'S TAXABLE INCOME AS PRESCRIBED BY THE APPLICABLE TAX LAWS. TAX INDEMNIFICATION AND GROSS-UP PAYMENTS: EXECUTIVES WHO USE FUNDS MADE AVAILABLE THROUGH THEIR DISCRETIONARY SPENDING ACCOUNT UNDER THE EXECUTIVE PERQUISITE PLAN (THE "PLAN") TO PAY PREMIUMS ON CASH VALUE LIFE INSURANCE POLICIES MAY RECEIVE ADDITIONAL COMPENSATION TO ADJUST FOR THE INCOME TAX LIABILITY ASSOCIATED WITH PAYING PREMIUMS FOR THIS INSURANCE. EXECUTIVES MAY RECEIVE AS SEVERANCE BENEFITS CASH PAYMENTS IN LIEU OF PREMIUMS PAID FOR COVERAGE OF CERTAIN BENEFITS THAT ENDED WITH THE EXECUTIVE'S TERMINATION. THE ORGANIZATION MAY PAY THE ADDITIONAL TAX OWED ON ACCOUNT OF THESE PAYMENTS. DISCRETIONARY SPENDING ACCOUNT: CERTAIN EXECUTIVES RECEIVE A DISCRETIONARY SPENDING ACCOUNT. THE DOLLAR AMOUNT IN THE ACCOUNT IS PRE-APPROVED BY THE COMPENSATION AND LEADERSHIP COMMITTEE OF THE NOVANT HEALTH BOARD OF TRUSTEES. THE ACCOUNT CAN BE USED ONLY FOR AN APPROVED LIST OF EXPENDITURES. ALL OPTIONS OTHER THAN A DEFERRED, AT-RISK, COMPENSATION OPTION ARE CONSIDERED TAXABLE AND ARE INCLUDED IN THE EXECUTIVE'S TAXABLE INCOME AS PRESCRIBED BY THE APPLICABLE TAX LAWS. HOUSING ALLOWANCE OR RESIDENCE FOR PERSONAL USE: WE PROVIDE TEMPORARY HOUSING ALLOWANCES IN CERTAIN EXECUTIVE RECRUITMENT AND RELOCATION PACKAGES. IN THE CASE THAT SUCH EXPENSE IS NOT REIMBURSABLE UNDER THE ACCOUNTABLE PLAN RULES, THE VALUE IS CALCULATED UNDER APPLICABLE TAX LAWS AND THAT AMOUNT IS INCLUDED IN THE EXECUTIVE'S INCOME AS PRESCRIBED BY THE APPLICABLE TAX LAWS. HEALTH OR SOCIAL CLUB DUES OR INITIATION FEES: IN CASES WHERE CORPORATE MEMBERSHIPS ARE NOT AVAILABLE, A MEMBERSHIP MAY BE OBTAINED IN AN EXECUTIVE'S NAME WITH A "BUSINESS USE ONLY" RESTRICTION.
PART I, LINES 4A-C	PART I, LINES 4A-C: SEVERANCE, NONQUALIFIED, AND EQUITY-BASED PAYMENTS SEVERANCE NONQUALIFIED EQUITY-BASED BEIER, GREGORY 124,831 BLACKMON, TANYA 49,271 BRUNSTETTER, PETER 96,408 COOK, DAVID 65,663 CURETON, JESSE 118,821 DANIELS, JACQUELINE 209,063 ESKIOGLU, ERIC 100,050 GARRETT, DAVID 70,582 GREGORY, CHERE 54,600 GRIFFIN, JON 56,653 LANGFORD, KATHRYN 60,471 MORGAN, WAYNE 58,641 MYERS, SCOTT 56,783 PHIPPS, JOHN 110,662 ROBSON, MELISSA 64,943 SMITH, HARRY 86,906 SMITH-HILL, JANET 76,755 WILES, PAUL 69,791 200,000 WOOLLEN, THOMAS 56,250 ZWENG, THOMAS 114,450
PART I, LINE 4A - SEVERANCE PLAN:	ELIGIBLE EXECUTIVES MAY RECEIVE SEVERANCE PAY THAT IS BASED ON ANNUAL COMPENSATION FOR A SPECIFIED PERIOD OF TIME. THE SEVERANCE PAY WOULD BE PAID ONLY IN THE EVENT OF CERTAIN TYPES OF EMPLOYMENT TERMINATION, AND IS FURTHER CONTINGENT ON THE SATISFACTION OF OTHER CONDITIONS SUCH AS COMPLIANCE WITH A NON-COMPETITION COVENANT. ANY CURRENT YEAR PAYMENTS HAVE BEEN INCLUDED IN THE COMPENSATION AMOUNTS REPORTED IN PART VII AND IN COLUMN (B)(III) OF SCHEDULE J. THE COMPENSATION AND LEADERSHIP COMMITTEE OF THE NOVANT HEALTH BOARD REVIEWS, APPROVES, AND OVERSEES ALL ASPECTS AND ALL ELEMENTS OF EXECUTIVE COMPENSATION AND BENEFITS, INCLUDING THE AMOUNTS AWARDED UNDER THIS SEVERANCE PLAN.
PART I, LINE 4B - SUPPLEMENTAL NONQUALIFIED RETIREMENT PLANS:	THE SUPPLEMENTAL EXECUTIVE RETIREMENT PLAN ("SERP") IS INTENDED TO SUPPORT RETENTION OF KEY EXECUTIVES, AND TO OFFER COMPETITIVE TOTAL COMPENSATION. ELIGIBLE EXECUTIVES WILL BE NOMINATED BY THE CEO AND APPROVED BY THE NOVANT HEALTH COMPENSATION AND LEADERSHIP COMMITTEE ("THE COMMITTEE") TO PARTICIPATE. GENERALLY, ANNUAL CONTRIBUTIONS TO THE PLAN OR PAYMENTS TO PARTICIPANTS WILL BE BASED ON A PERCENTAGE OF THE PARTICIPANT'S BASE SALARY AS OF JANUARY 1ST OF THE PREVIOUS PLAN YEAR AND ARE REPORTED IN COLUMN (C) OF SCHEDULE J. PRIOR TO MAKING THE CONTRIBUTIONS OR PAYMENTS, THE COMMITTEE WILL APPROVE THE AMOUNTS AS TO REASONABLENESS, WHEN COMBINED WITH ALL OTHER ANNUAL COMPENSATION. A 3 YEAR CLASS-YEAR VESTING PERIOD WILL APPLY UP TO AGE 62, WHEN ALL MONEY WOULD BE VESTED AND PAID OUT TO THE PARTICIPANT. OTHERWISE, VESTING WILL OCCUR ON JANUARY 1ST OF EACH YEAR FOR THE APPROPRIATE CLASS-YEAR VESTING PERIOD. THE COMMITTEE REVIEWS, APPROVES, AND OVERSEES ALL ASPECTS AND ALL ELEMENTS OF EXECUTIVE COMPENSATION AND BENEFITS.
PART I, LINE 4C - SHARE OPTION PLAN:	IN 2002, IN FULL COMPLIANCE WITH IRS RULES IN PLACE AT THAT TIME, NOVANT HEALTH, INC. ALLOWED CERTAIN SENIOR EXECUTIVES TO WAIVE THEIR RIGHTS TO EVENTUALLY RECEIVE BENEFITS UNDER THE ORGANIZATION'S SUPPLEMENTAL EXECUTIVE RETIREMENT PLAN (SERP) AND INSTEAD PARTICIPATE IN A SHARE OPTION PLAN UNDER WHICH THEY COULD OBTAIN OPTION GRANTS OF EQUIVALENT VALUE TO PURCHASE MUTUAL FUND SHARES. THE IRS RULES SUBSEQUENTLY CHANGED, AND ACCORDINGLY NO ADDITIONAL OPTIONS WERE GRANTED AFTER MAY 8, 2002. MR. WILES RETIRED IN 2011 AFTER 40 YEARS OF SERVICE TO THE ORGANIZATION. IN 2012, MR. WILES EXERCISED THE MAJORITY OF HIS OPTIONS UNDER THE SHARE OPTION PLAN, AS REPORTED ON NOVANT HEALTH'S 2012 FORM 990. IN 2016, MR. WILES EXERCISED ADDITIONAL OPTIONS UNDER THE PLAN AND RECEIVED \$200,000 IN REPORTABLE COMPENSATION INCLUDED ON A FORM W-2 ISSUED TO MR. WILES. THIS TOTAL AMOUNT IS INCLUDED IN THE COMPENSATION AMOUNTS REPORTED IN PART VII OF THE FORM 990, AND IN COLUMN (B)(III) OF PART II OF SCHEDULE J OF THE FORM 990.

Schedule J (Form 990) 2016

Additional Data

[Return to Form](#)

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